

University Hospitals Sussex NHS Foundation Trust

STRATEGY AND MAJOR PROJECTS ASSURANCE COMMITTEE

TERMS OF REFERENCE

1.00 PURPOSE

- 1.01 The purpose of the Strategy and Major Projects Assurance Committee is to support the Trust in achieving its strategy.
- 1.02 The Strategy and Major Projects Assurance Committee will do this through;
- Oversight of the Strategy Delivery Plan;
 - Oversight of Major Projects aligned to the key milestones within the Trust's established strategy;
 - Oversight of delivery of the strategic commitments within Trust's strategy; and
 - Ensuring the Trust learns from, and applies any lessons for improvements to future projects.

2.00 MEMBERSHIP AND ATTENDANCE AT MEETINGS

- 2.01 The membership of the Committee shall be:
- Chair: a nominated non-executive Director
 - A minimum of three further nominated non-executive Directors
 - Chief Strategy Officer (Lead Executive for the Committee)
 - Chief Financial Officer (Alternate Lead Executive for the Committee)
 - Chief Nurse
- (noting that the executives' membership is here representing the whole executive team)*
- 2.02 The Trust Chair shall propose which Non-Executive Directors will be most suitable for nomination as Chair and members of the Committee. The Trust Board shall approve the appointment of the Committee Chair and members, based on the Chair's recommendations.
- 2.03 In the absence of the Committee Chair one of the remaining non-executive members present shall elect themselves to chair the meeting.
- 2.04 Committee members should aim to attend all scheduled meetings but must attend a minimum of two thirds of meetings. The Committee secretary will maintain a register of attendance which will be published in the Trust's annual report.
- 2.05 Core Corporate Directors attendees will be those who are presenting reports to the Committee but are not voting members of the Committee. These will include:
- Director of Capital Development

- Director of Facilities and Estates
 - Director of Strategic Finance
 - Director of Workforce Planning and Deployment
 - Director of Strategy
 - The respective project SROs
- 2.06 Any member of the Board of Directors shall have the right to attend any meeting of the Committee by prior agreement with the Chair.
- 2.07 The executive members of the Committee may exceptionally send a deputy to the meeting, but the deputy will not have voting rights at the meeting. Those who are in attendance may exceptionally send a deputy to the meeting to present their reports.
- 2.08 Other Trust managers and clinicians may be invited to attend for particular items on the Agenda that relate to areas of risk or operation for which they are responsible, especially project SROs if specific projects are being discussed.
- 2.09 Attendees will only ordinarily be asked to attend where they have an item on the agenda, noting that for personal development their attendance at any meeting would be encouraged.
- 2.10 The Company Secretary or their nominee shall act as Secretary to the Committee and shall attend to take minutes of the meeting and provide appropriate support to the Chair and Committee members.

3.00 ROLES AND RESPONSIBILITIES

DELEGATED AUTHORITY

- 3.01 The Committee shall have the delegated authority to act on behalf of the Board of Directors in accordance with the Constitution, Standing Orders, Standing Financial Instructions, and Scheme of Delegation. The limit of such delegated authority is restricted to the areas outlined in the Duties of the Committee and subject to the rules on reporting, both as defined below.
- 3.02 The Committee is empowered to investigate any activity within its Terms of Reference, and to seek any information it requires from staff, who are required to co-operate with the Committee in the conduct of its enquiries.
- 3.03 The Committee should challenge and ensure the robustness of information provided.
- 3.04 The Committee is authorised by the Board of Directors to obtain independent legal and professional advice and to secure the attendance of external personnel with relevant experience and expertise, should it consider this necessary. All such advice should be arranged in consultation with the Company Secretary.

4.00 RESPONSIBILITIES

Strategy

- 4.01 The Committee will provide assurance to the Board on the strategy delivery plan achievement through the receipt of a routine oversight report.

Major Project Governance

- 4.02 The Committee will consider the adequacy and effectiveness of the governance of each major project, to provide assurance to the Board that these will support the projects' successful delivery of its stated outcomes.
- 4.03 The Committee will consider the adequacy of established project oversight and performance reporting and that the established key performance indicators are aligned to the project outcomes.
- 4.04 The Committee will seek assurance that for major service redesign consideration has been given to the need for mandated or local consultation.
- 4.05 The Committee will seek assurance that projects have incorporated any identified learnings from previous major projects benefits realisation reviews.

Major Project Delivery

- 4.06 The Committee will seek assurance that each project will deliver its stated outcomes, this will be through the receipt of routine information on
- feedback from any public, service users and staff consultation,
 - the delivery against the established project key performance indicators across the various related workstreams, covering workforce, operations and finance and organisational / team development especially for service change,
 - the reported project risk management actions, and
 - any escalated issues from the established management group.

Major Project Benefits realisation

- 4.07 The Committee will receive post implementation benefits realisation reports for each major project. It will consider the breadth of the review undertaken, the learning identified and the process for cascading this learning for future projects (not just major projects) and any significant learning points are retro applied to current projects.
- 4.08 The Committee will seek assurance through routine reporting on the delivery of all identified improvement actions.
- 4.09 The Committee will seek assurance that effective communication has been undertaken to promote the success of the project and any learnings.

ICS and system collaborations

- 4.10 To receive and review reports from the ICS meetings, Sussex Provider Collaboration on the inter-relationship between their major projects and those within the Trust's Strategy.

5.00 REPORTING AND RELATIONSHIPS

- 5.01 The Committee shall be accountable to the Board of Directors of the Trust.
- 5.02 The Committee shall make recommendations to the Board of Directors concerning any issues that require decision or resolution by the Board.
- 5.03 The Committee shall refer to the where appropriate any matters requiring review or decision-making to other Board Committees or management groups with appropriate delegated authority to take any management decision.
- 5.04 The Committee shall receive reports from the Committees sub-groups setting out any matters requiring escalation to the Major Projects Committee.
- 5.05 On an annual basis the Committee will provide a self-assessment report to the Board detailing how the Committee has discharged its obligations as set out within its terms of reference, specifically incorporating an assessment of its effectiveness and making recommendations for improvement, where appropriate. This will form part of the assurances which support the Annual Governance Statement and the Annual report disclosures and will be submitted in the first quarter of the following financial year.
- 5.06 The Committee Chair shall present a report summarising the proceedings of the meeting at the next Trust Board meeting. This should draw to the attention of the Board any issues that require disclosure to the full Board or require executive action.

6.00 CONDUCT OF BUSINESS

- 6.01 The Committee shall conduct its business in accordance with the Standing Orders of the Trust.
- 6.02 The Committee shall be deemed quorate if there are at least two non-executive Directors and two executive Directors present, one of whom should be the Lead Executive for the Committee, or the Alternate Lead Executive for the Committee. A quorate meeting shall be competent to exercise all or any of the authorities, powers and duties vested in or exercised by the Committee.
- 6.03 The Committee shall meet not less than 4 times in each financial year and dates will be set by the end of the previous financial year.
- 6.04 The Committee will set an annual plan for its work to form part of the Board's Annual Cycle of Business, and report to the Board on its progress.
- 6.05 In exceptional circumstances where delaying actions or decisions would have a negative impact on the Trust's business, certain items of business requiring an urgent decision, or the taking of the decision itself, may be conducted outside of formal meetings, in line with the requirements set out within the Trust standing orders. This will normally be agreed by the Committee in advance and executed by either: Chair's action, calling an extraordinary meeting or reaching consensus on a decision by e-mail. Any decisions are to be formally ratified the Committee and/or Board at the next meeting.
- 6.06 The Committee business may be transacted through virtual media (using either teleconference or other collaboration and meeting tools). At the start of each meeting

which is taking place without all parties being physically present the Chair shall be responsible for determining that the quoracy arrangements has been achieved and that members can effectively contribute.

- 6.07 The Committee Chair, with the support of the Company Secretary, is responsible for taking appropriate actions to manage conflicts of interest (perceived and actual) during a meeting. Members conflicted on any items of business on a committee meeting agenda shall declare their conflict and withdraw from discussions and/or the decision-making as required. Conflicted members are not to be counted for quorum.
- 6.08 The Company Secretary is responsible for preparing the agenda and collating and circulating papers to Committee Members. Papers should be provided not less than five calendar days before the meeting and the agenda and papers should be circulated not less five calendar days before the meeting, to provide sufficient time for due consideration.

7.00 TERMS OF REFERENCE

- 7.01 The Committee shall review its own performance, constitution and terms of reference at least every two years to ensure it is operating at maximum effectiveness. Any proposed changes to the terms of reference should be agreed by the Trust Board.
- 7.02 It is the Company Secretary's responsibility to make the necessary updates to the terms of reference.
- 7.03 Approved by Committee January 2026.
- 7.04 Next full review: by April 2028.

Appendix - Items considered by the Committee

Below is a list of the expected items the Committee would receive over the year

- Strategy Delivery Plan showing significant project portfolio
- Strategy Ambition and major project delivery scorecards
- Project Benefits Realisation Reports